



LOCAL GOVERNMENT LEADERSHIP ACADEMY

CONSTITUTION & BYLAWS

UPDATED JUNE 2021

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Constitution

1. The name of the Society is LGLA Local Government Leadership Academy Society.
2. The purposes of the Society are:
 - (a) To provide local government and First Nations elected officials and senior administrators with comprehensive, timely and dedicated leadership development opportunities throughout their terms of office/employment in the interest of improving governance at the local level.
 - (b) The provision of other related services, as appropriate.

CERTIFIED CORRECT: January 19, 2011

Mary Sjostrom

Mayor Mary Sjostrom
LGLA President

Richard Taylor

Richard Taylor
Director

Original: July 23, 2010

Sections 1 and 2 filed with the Registrar of Companies, August 23, 2010

All other sections moved into Bylaws in compliance with *Societies Act*, March 16, 2018

Bylaws

Part 1 – Interpretation

1. (1) In these bylaws, unless the context otherwise requires:

“Board” means the directors of the Society;

“Bylaws” means these bylaws as altered from time to time;

“Act” means the *Societies Act* of British Columbia as amended from time to time;

“registered address” of a member means that member’s address as recorded in the register of members.

(2) The definitions in the Act apply to these Bylaws.

(3) If there is a conflict between these Bylaws and the Act or the regulations under the Act, the Act or the regulations, as the case may be, prevail.

Part 2 – Society Works

2. The Society shall carry on works exclusively of an educational and charitable nature.
THIS CLAUSE WAS PREVIOUSLY UNALTERABLE.

Part 3 – Membership

3. The members of the Society are the applicants for incorporation of the Society, the founding organization members under Article 3.1 of these Bylaws, and those members who subsequently become members, in accordance with these Bylaws and so long as they have not ceased to be members.

3.1 A class of membership of founding organization members is established and consists of these corporate members:
 - Union of BC Municipalities
 - the Ministry responsible for local government in BC
 - Municipal Finance Authority of BC
 - Local Government Management Association of BC
 - BC Assessment Authority
 - Municipal Insurance Association of BC

4. Persons appointed to the Board of Directors by the founding organizations noted in Article 3.1 of these Bylaws are considered to be members of the Society for the duration of their terms of office.
5. The Board may from time to time appoint directors-at-large under Article 26(1) of these Bylaws, and these directors-at-large are also considered to be members of the Society for the duration of their terms of office.
6. A person may apply to the Board for membership in the Society and the person becomes a member on acceptance of the application by the Board.
7. Every member must uphold the constitution and comply with these Bylaws.
8. The amount of the first annual membership dues and the annual membership dues in subsequent years are the amounts, if any, as determined by the Board.
9. A member's membership in the Society terminates:
 - (a) on delivery of the member's resignation in writing to the secretary of the Society or by mailing or delivering it to the address of the Society,
 - (b) on that member's death or, in the case of a corporate member, on dissolution,
 - (c) on being expelled,
 - (d) on the expiration of a member's term of membership, if any, or
 - (e) on having been a member not in good standing for 6 consecutive months.
10.
 - (1) A member may be disciplined or expelled by a special resolution of the members passed at a general meeting.
 - (2) Written notice of a special resolution for discipline or expulsion must be sent to the member and must include a brief statement of the reasons for the proposed discipline or expulsion.
 - (3) The member who is the subject of the proposed resolution for discipline or expulsion must be given a reasonable opportunity to be heard at the general meeting before the special resolution is put to a vote.
11. All members are in good standing except a member who has failed to pay that member's current annual membership fee, if any, or any other subscription or debt due and owing by that member to the Society, and that member is not in good standing so long as the debt remains unpaid.
12. The Society shall be carried on without purpose or gain for its member(s), and no part of any income of the Society shall be payable or otherwise available for the personal benefit of member(s) thereof, and any profits or other accretions of the Society shall be used for promoting its purposes. THIS CLAUSE WAS PREVIOUSLY UNALTERABLE.

Part 4 – General Meetings of Members

13. General meetings of the Society must be held at the time and place that the Board determines.
14.
 - (1) Notice of a general meeting must specify the place, day and hour of the meeting, and must state the nature of any business, other than ordinary business, to be transacted at the meeting in sufficient detail to permit a member receiving the notice to form a reasoned judgment concerning that business.
 - (2) Written notice of the date, time and location of a general meeting must be sent to every member of the Society at least 14 days before the meeting and not more than 60 days before the meeting.
 - (3) The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.

Part 5 – Proceedings at General Meetings

15. At a general meeting, the following business is ordinary business:
 - (a) adoption of rules of order;
 - (b) consideration of any financial statements of the Society presented to the meeting;
 - (c) consideration of the reports, if any, of the directors or auditor;
 - (d) election or appointment of directors;
 - (e) appointment of an auditor, if any; and
 - (f) business arising out of a report of the directors not requiring the passing of a special resolution.
16.
 - (1) No business, other than the election of a chair and the adjournment or termination of the meeting, is to be conducted at a general meeting at a time when a quorum is not present.
 - (2) If at any time during a general meeting there ceases to be a quorum present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.
 - (3) The quorum for the transaction of business at a general meeting is a majority of the voting members.

17. If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, is terminated, but in any other case, the meeting stands adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the voting members present constitute a quorum.
18. Subject to Article 19 of these Bylaws, the president of the Society, the vice president or, in the absence of both, one of the other directors present, must preside as chair of a general meeting.
19. If at a general meeting
 - (a) there is no president, vice president or other director present within 15 minutes after the time appointed for holding the meeting, or
 - (b) the president and all the other directors present are unwilling to act as the chair, the voting members present must choose one of their number to be the chair.
20.
 - (1) A general meeting may be adjourned from time to time and from place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
 - (2) When a meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as in the case of the original meeting.
 - (3) Except as provided in this Bylaw, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.
21. The order of business at a general meeting is as follows:
 - (a) elect an individual to chair the meeting, if necessary;
 - (b) determine that there is a quorum;
 - (c) approve the agenda;
 - (d) approve the minutes from the last general meeting;
 - (e) deal with unfinished business from the last general meeting;
 - (f) if the meeting is an annual general meeting,
 - (i) receive the directors' report on the financial statements of the Society for the previous financial year, and the auditor's report, if any, on those statements,
 - (ii) receive any other reports of the directors' activities and decisions since the previous annual general meeting,
 - (iii) elect or appoint directors, and
 - (iv) appoint an auditor, if any;

- (g) deal with new business, including any matters about which notice has been given to the members in the notice of a meeting;
 - (h) terminate the meeting.
- 22.
- (1) A matter to be decided at a general meeting must be decided by ordinary resolution unless the matter is required by the Act or these Bylaws to be decided by special resolution or by another resolution having a higher voting threshold than the threshold for an ordinary resolution.
 - (2) No resolution proposed at a meeting need be seconded and the chair of a meeting may move or propose a resolution.
 - (3) In case of an equality of votes, the chair does not have a casting or second vote in addition to the vote to which the chair may be entitled as a voting member and the proposed resolution must not pass.
- 23.
- (1) Voting members of the Society are the following:
 - (a) the original applicants for Incorporation of the Society;
 - (b) the members of the Board of Directors appointed by the Founding Organization members referred to in Article 26(1)(a) to (d.2);
 - (c) the members of the Board of Directors who are directors appointed under Article 26(1)(e); and
 - (d) the designate of a Founding Organization member who does not currently have a representative appointed to the Board of Directors.
 - (2) A member of the Society who is not part of a class of members that are voting members as identified in Article 23(1) of these bylaws is not entitled to vote.
 - (3) A member not in good standing is not entitled to vote.
 - (4) Voting must be by a show of hands, an oral vote or another means of communication (including fax, email or other electronic means) that adequately discloses the intention of the voting members, except that if, before or after such a vote, two or more voting members request a secret ballot or a secret ballot is directed by the chair of the meeting, voting must be by a secret ballot.
 - (5) Voting by proxy is not permitted.
24. The chair of a general meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.

Part 6 – Board

25. (1) The Board may exercise all the powers and do all the acts and things that the Society may exercise and do, and which are not by these Bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Society in a general meeting, but subject nevertheless to
- (a) all laws affecting the Society,
 - (b) these Bylaws, and
 - (c) rules, not being inconsistent with these Bylaws, that are made from time to time by the Society in a general meeting.
- (2) No rule, made by the Society in general meeting, invalidates a prior act of the Board that would have been valid if that rule had not been made.
26. (1) The Society's Board must have a minimum of 9 and a maximum of 11 directors, at least one of whom is ordinarily resident in British Columbia, and who are appointed as follows:
- (a) One director appointed by the Local Government Management Association of BC;
 - (b) One director appointed by the Municipal Finance Authority of BC;
 - (c) Two directors appointed by the Ministry responsible for local government;
 - (d) Two directors appointed by the Union of BC Municipalities;
 - (d.1) One director appointed by the BC Assessment Authority;
 - (d.2) One director appointed by the Municipal Insurance Association of BC; and
 - (e) Up to 3 directors-at-large appointed by the directors referred to in Article 26(1)(a) to (d.2), one of whom may be appointed to serve as a representative for First Nations.
- (2) Terms of office for directors appointed by founding organizations are two years from the time of appointment, unless a founding organization chooses to appoint a director for less than two years.
- (3) Directors-at-large are initially appointed for a one-year term with the option of an additional one-year renewal at the end of that first term. Re-appointments are for a two-year term thereafter.
- (4) Directors and directors-at-large may be re-appointed to serve more than one term.
- (5) The number of directors may be changed by a majority vote of quorum at an annual general meeting, but the number of directors must not be less than 7.
- (6) At each annual general meeting, the voting members entitled to vote for the election or appointment of directors must elect or appoint the Board.

- (7) The president, vice president, secretary and treasurer are elected by the Board from among the directors of the Society.
- 27. An election may be by acclamation, otherwise it must be by ballot.
- 28. The directors may at any time and from time to time appoint a director-at-large to fill a vacancy.
- 29. A director appointed by the Board to fill a vacancy ceases to be a director and a member of the Society at the end of the unexpired portion of the term of office of the individual whose departure from office created the vacancy.
- 30. (1) If a director, other than a director appointed at-large, resigns or otherwise ceases to hold office, the organization represented by the director must appoint a person to take the place of the former director, with the term of this appointment expiring at the end of the unexpired portion of the former director's term.

(2) No act or proceeding of the directors is invalid only by reason of there being less than the prescribed number of directors in office.
- 31. The members may, by special resolution, remove a director, before the expiration of that director's term of office, and may elect a successor to complete the term of office.
- 32. The directors shall serve without remuneration, and the directors shall not receive, directly or indirectly, any profits from their position as directors but may be paid reasonable expenses necessarily incurred by them in the performance of their duties.
THIS CLAUSE WAS PREVIOUSLY UNALTERABLE.

Part 7 – Proceedings of the Board

- 33. (1) The Board may meet together at the places it thinks fit to conduct business, adjourn and otherwise regulate its meetings and proceedings, as it sees fit.

(2) The Board may from time to time fix the quorum necessary to conduct business, and unless so fixed the quorum is a majority of the directors then in office.

(3) The president is the chair of all meetings of the Board, but if at a meeting the president is not present within 15 minutes after the time appointed for holding the meeting, the vice president must act as chair; but if neither is present the directors present may choose one of their number to be chair at that meeting.

- (4) A directors' meeting may be called by the president or by any two other directors.
- 34. (1) The Board may delegate any, but not all, of its powers to committees of directors as it thinks fit.
 - (2) A committee so formed in the exercise of the powers so delegated must conform to any rules imposed on it by the Board, and must report every act or thing done in exercise of those powers to the earliest meeting of the Board held after the act or thing has been done.
- 35. A committee must elect a chair of its meetings, but if no chair is elected, or if at a meeting the chair is not present within 15 minutes after the time appointed for holding the meeting, the directors present who are members of the committee must choose one of their number to be the chair of the meeting.
- 36. The members of a committee may meet and adjourn as they think proper.
- 37. (1) At least 7 days' notice of a directors' meeting must be given unless all the directors agree to a shorter notice period.
 - (2) Notice of a directors' meeting is deemed to have been sent under Article 37(1) of these Bylaws if notice of the date, time and location of the meeting has been sent to every director of the Society who has provided an email address to the Society, by email to that email address. Each director of the Society is solely responsible for providing his or her accurate and updated contact information to the Society.
- 38. For a first meeting of the Board held immediately following the appointment or election of a director at an annual general meeting or other general meeting of members, or for a meeting of the Board at which a director is appointed to fill a vacancy in the Board, it is not necessary to give notice of the meeting to the newly elected or appointed director for the meeting to be constituted, if a quorum of the directors is present.
- 39. A director who may be absent temporarily from British Columbia may send or deliver to the address of the Society a waiver of notice, which may be by letter, email or fax, of any meeting of the directors and may at any time withdraw the waiver, and until the waiver is withdrawn,
 - (a) a notice of meeting of directors is not required to be sent to that director, and
 - (b) any and all meetings of the directors of the Society, notice of which has not been given to that director, are valid and effective if a quorum of the directors is present.

40. A director may participate in a meeting of the directors by telephone or other communications medium if all of the persons participating in the meeting, whether by telephone, by other communications medium or in person, are able to communicate with each other.
41. Voting by mail or another means of communication, including fax, email or other electronic means, is permitted under the Bylaws in such form and manner as the directors may determine from time to time.
42. (1) Questions arising at a meeting of the Board and committee of directors must be decided by a majority of votes.

(2) In the case of a tie vote, the chair does not have a second or casting vote.
43. No resolution proposed at a meeting of the Board or committee of directors need be seconded and the chair of a meeting may move or propose a resolution.
44. A resolution in writing, signed by all the directors and placed with the minutes of the directors, is as valid and effective as if regularly passed at a meeting of directors.

Part 8 – Duties of Officers

45. (1) The president must preside at all meetings of the Society and of the Board.

(2) The president is the chief executive officer of the Society and supervises the other officers in the execution of their duties.

(3) The president must ensure that a report, containing a complete and comprehensive account of the Society's activities during the president's term of office, is prepared for the annual general meeting. This report may include any recommendations which, in the president's judgment, are in the best interests of the Society.
46. The vice president must carry out the duties of the president during the president's absence.
47. The secretary is responsible for doing, or making the necessary arrangements for, the following:
 - (a) issuing notices of general meetings and directors' meetings;
 - (b) taking minutes of general meetings and directors' meetings;
 - (c) keeping the records of the Society in accordance with the Act;
 - (d) conducting the correspondence of the Board;
 - (e) filing the annual report of the Society and making any other filings with the registrar under the Act.

48. The treasurer must
 - (a) ensure that financial records are kept, including books of account, necessary to comply with generally accepted accounting principles, and
 - (b) ensure that financial statements are rendered to the directors, members and others when required.
49. The offices of secretary and treasurer may be held by one person who is to be known as the secretary treasurer.
50. In the absence of the secretary from a meeting, the directors must appoint another person to act as secretary at the meeting.

Part 9 – Seal

51. The Board may provide a common seal for the Society and may destroy a seal and substitute a new seal in its place so long as the Society has its name in legible characters on any seal.

Part 10 – Borrowing, Investment and other Financial Matters

52. In order to carry out the purposes of the Society, the directors may, on behalf of and in the name of the Society, invest, raise or secure the payment or repayment of money in the manner they decide, and, in particular but without limiting the foregoing, by the issue of debentures.
53. No debenture may be issued without the sanction of a special resolution.
54. The members may, by special resolution, restrict the borrowing powers of the directors, but a restriction imposed expires at the next annual general meeting
55. Cheque signing authorities and limits are determined by resolution of the Board.
56. Upon wind-up or dissolution of the Society the assets remaining after payment of all costs, charges, and expenses properly incurred in the wind-up, including the remuneration of a liquidator, and after payment to employees of the Society of any arrears of salaries or wages, and after payment of any other debts of the Society, shall be distributed to a charitable organization (or organizations) in Canada, registered under provisions of the *Income Tax Act*, which shall be designated by the Board of directors.
THIS CLAUSE WAS PREVIOUSLY UNALTERABLE.

Part 11 – Independent Financial Review

57. At each annual general meeting, the Society must arrange to have an independent financial review of the Society's finances conducted for the fiscal year ending June 30.

Part 12 – Notices to Members

58. A notice may be given to a member, either personally, or by mail at the member's registered address. A notice may also be given to a member by fax at the member's usual fax number, or by email at the member's usual email address.
59. A notice sent by mail is deemed to have been given on the second day following that on which the notice is posted, provided that there exists sufficient proof the notice was properly addressed and put in a Canadian post office receptacle. A notice sent by fax or email is deemed to have been given on the second day following transmission.
60. (1) Notice of a general meeting must be given to every member shown on the register of members on the day notice is given.
- (2) No other person is entitled to receive a notice of a general meeting.

Part 13 – Bylaws

61. On being admitted to membership, each member is entitled to, and the Society must provide without charge, a copy of the Constitution and Bylaws of the Society.
62. These Bylaws must not be altered or added to except by special resolution.